

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9071

904-222-9111

P96000084474



PRESTIGE ITAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 118204 4804310

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : October 11, 1996

ORDER TIME : 3:54 PM

ORDER NO. : 118204

CUSTOMER NO: 4804310

CUSTOMER: Alex Lopez, Legal Asst
WALTER CONSTON ALEXANDER &
GREEN, P.C.
90 Park Avenue

New York, NY 10016

DOMESTIC FILING

NAME: NEXTREND INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
95 OCT 11 AM 10:37
TALLAHASSEE, FLORIDA
STATE
DIVISION OF CORPORATION

RECEIVED
96 OCT 11 PM 4:27
DIVISION OF CORPORATION

KR
10-14-96
KR

ARTICLES OF INCORPORATION
OF
NEXTREND INC.

FILED
\$6.00
11 AUG 37
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NEXTREND INC.

The address of the principal office of this corporation shall be 215 River Vale Road, River Vale, New Jersey 07675, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Max Winger

215 River Vale Road
River Vale, New Jersey 07675

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 11, 1996.

Deborah D. Skipper

Incorporator
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

DES/dgs

FILED
55 OCT 11 AM 10:38
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



P96000084474

ACCOUNT NO. : 072100000032

REFERENCE : 118204 - 4804310

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

ORDER DATE : October 11, 1996

ORDER TIME : 9:31 AM

ORDER NO. : 118204-015

CUSTOMER NO: 4804310

800001979846---7

CUSTOMER: Alex Lopez, Legal Asst
Walter Conston Alexander &
90 Park Avenue

New York, NY 10016

DOMESTIC AMENDMENT FILING

NAME: NEXTREND, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
96 OCT 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 OCT 18 AM 11:35
DIVISION OF CORPORATION

Amendment
10-21-96
DC



25 OCT 1996 11 8: 22
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 18, 1996

CSC NETWORKS
DANNY SMITH

SUBJECT: NEXTREND INC.
Ref. Number: P96000084474

RESUBMIT

Please give original
submission date as file date.

We have received your document for NEXTREND INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 596A00048285

FILED
96 OCT 18 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of
NEXTREND INC. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
one Director. The name and address of the
member of the Board of Directors is

Max Winiger

215 River Vale Road
River Vale, New Jersey 07675

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 18th day of October, 1996.

CORPORATION SERVICE COMPANY
IT'S INCORPORATOR

Deborah D. Skipper
It's Agent, Deborah D. Skipper

DGS